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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

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September 28, 2004

VIA HAND DELIVERY

Hon Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

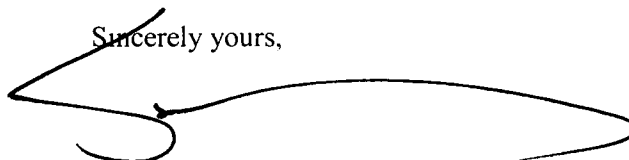
Re. *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Talk America, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00322

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Talk America, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 12, 2002. The Amendment provides for redirection of coin dial around compensation to payphone end user provider.

Thank you for your attention to this matter.

Sincerely yours,



Guy M Hicks

cc Senior Vice President, Operations, Talk America, Inc
General Counsel, Talk America, Inc

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Talk America, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND TALK AMERICA, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Talk America, Inc. ("Talk America") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 12, 2002 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Talk America and BellSouth state the following:

1. Talk America and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Talk America. The Interconnection Agreement was filed for approval by the Tennessee Regulatory Authority ("TRA") on August 9, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which provides for redirection of coin dial around compensation to payphone end user provider. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Talk America and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Talk America within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5 Talk America and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act and FCC Order No. 04-164, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Talk America and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties

This 28th day of Nov., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: 

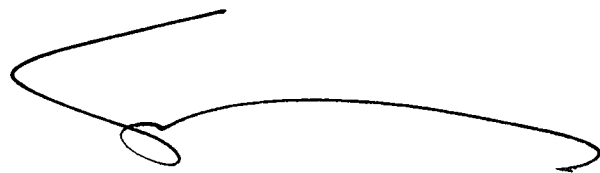
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 28th day of Nov., 2004:

Talk America
Senior Vice President, Operations
12020 Sunrise Valley Drive
Suite 250
Reston, VA 20191

Talk America
General Counsel
6805 Route 202
New Hope, PA 18938


Guy M. Hicks

**Amendment to the Agreement
Between
BellSouth Telecommunications, Inc.
And
The Other Phone Company, Inc. d/b/a Access One Communications,
The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), and
Talk America Inc.
Dated June 12, 2002**

Pursuant to this Amendment, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), Georgia corporation, and the Other Phone Company, Inc. d/b/a Access One Communications, a Florida corporation, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), a Florida corporation, and Talk America Inc., a Pennsylvania corporation (collectively referred to as "Talk America"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated June 12, 2002 ("Agreement") to be effective on the date of last signature executing the Amendment.

WHEREAS, BellSouth and Talk America entered into the Agreement on June 12, 2002, and,

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Attachment 2 of the Interconnection Agreement entered into between Talk America and BellSouth is hereby amended to replace existing and add new language to read as follows:

5.6.4 Dial Around Compensation

5.6.4.1 For a call originated by a pay phone end user over Talk America's unbundled Coin port/loop combinations and terminated to a BellSouth IntraLata 800 end user, BellSouth shall pay dial around compensation directly to the payphone end user provider in the amount specified by the FCC in Docket 96-128, the Pay Phone Order, or in other such orders that may modify, amend, or supercede the Pay Phone Order

2. All of the other provisions of the Agreement, dated June 12, 2002, shall remain in full force and effect
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By

Name Kristen E Rowe

Title Director

Date

8/18/07

**The Other Phone Company, Inc. d/b/a
Access One Communications,
The Other Phone Company, Inc. d/b/a Talk
America Inc. (NOT in Florida), and
Talk America Inc.**

By:

Name:

Title

Date:

Aloysius T. Lanza IV
Exp. General Counsel
8/15/07